

# Exhibit C

## FORM B10 (Official Form 10) (9/97)

United States Bankruptcy Court <u>Southern</u> District of <u>New York</u>		<b>PROOF OF CLAIM</b>
Name of Debtor Delphi Automotive Systems LLC		Case Number Chapter 11 05-44640 (RDD) (jointly administered)
<small>NOTE: If the claim is based on a debt incurred in the making or carrying on a business or profession, attach a statement of the true expenses of the business or profession at the commencement of the case. A request for payment of administrative expenses may be filed pursuant to 11 U.S.C. § 1113.</small>		
Name of Creditor (The person or other entity to whom the debtor owes money or property): <b>Automodular Assemblies Inc.</b>	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	
Name and address where notices should be sent: McCarter & English, LLP Attn: Brian F. Moore, Esq. 245 Park Ave 27 <sup>th</sup> Floor New York, New York 10167 Telephone number: (212) 609-6800	This Space Is for Court Use Only	
Account or other number by which creditor identifies debtor:	Check here <input type="checkbox"/> replaces If this claim <input type="checkbox"/> amends a previously filed claim, dated: _____	
1. Basis for Claim: <input checked="" type="checkbox"/> Goods Sold <input checked="" type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other	<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Your SS #: _____  Unpaid compensation for services performed from _____ to _____ (date) (date)	
2. Date debt was incurred: On or before October 7, 2005	3. If court judgment, date obtained: N/A	
4. Total Amount of Claim at Time Case Filed: at least \$549,277.73. If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		
5. Secured Claim: <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff) Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____  Value of Collateral: \$ _____  Amount of arrearage and other charges at time case filed included in secured claim, if any:	6. Unsecured Priority Claim: <input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, commissions (up to \$4,000)* earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Up to \$1,800* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6). <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____).	
<small>*Amounts are subject to adjustment on 4/1/98 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small>		
7. Credits: The amount of all payments on this claim has been credited and deducted for the Purpose of making this proof of claim.	This Space Is for Court Use Only	
8. Supporting Documents: <i>Attach copies of supporting documents</i> , such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.	<small>U.S. BANKRUPTCY COURT FILED 2006 JUL 31 PM 12:16 S.D.N.Y.</small>	
9. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a Stamped, self-addressed envelope and copy of this proof of claim.		
Date July 27, 2006	<u>Christopher Nutt</u> By: Christopher Nutt Vice President, Finance Automodular Corporation	

## INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In particular types of cases or circumstances, such as bankruptcy cases that are not filed voluntarily by a debtor, there may be exceptions to these general rules

### DEFINITIONS

<i>Debtor</i>	<i>Secured Claim</i>	<i>Unsecured Claim</i>
The person, corporation, or other entity that has filed a bankruptcy case is called the debtor.	A claim is a secured claim to the extent that the creditor has a lien on property of the debtor (collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on the property.	If a claim is not a secured claim it is an unsecured claim. A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full.
<i>Creditor</i>	<i>Examples of liens are a mortgage on real estate and a security interest in a car, truck, boat, television set, or other item of property. A lien may have been obtained through a court proceeding before the bankruptcy case began; in some states a court judgment is a lien. In addition, to the extent a creditor also owes money to the debtor (has a right of setoff), the creditor's claim may be a secured claim. (See also Unsecured Claim.)</i>	<i>Unsecured Priority Claim</i>
A creditor is any person, corporation, or other entity to whom the debtor owed a debt on the date that the bankruptcy case was filed.		Certain types of unsecured claims are given priority, so they are to be paid in bankruptcy cases before most other unsecured claims (if there is sufficient money or property available to pay these claims). The most common types of priority claims are listed on the proof of claim form. Unsecured claims that are not specifically given priority status by the bankruptcy laws are classified as <i>Unsecured Nonpriority Claims</i> .

**Items to be completed on Proof of Claim form (if not already filled in)**

#### **Court, Name of Debtor, and Case Number**

Fill in the name of the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the name of the debtor in the bankruptcy case, and the bankruptcy case number. If you received a notice of the case from the court, all of this information is near the top of the notice.

#### **5. Secured Claim:**

Check the appropriate place if the claim is a secured claim. You must state the type and value of property that is collateral for the claim, attach copies of the documentation of your lien, and state the amount past due on the claim as of the date the bankruptcy case was filed. A claim may be partly secured and partly unsecured. (See DEFINITIONS, above).

#### **6. Unsecured Property Claim:**

Check the appropriate place if you have an unsecured priority claim, and state the amount entitled to priority. (See DEFINITIONS, above). A claim may be partly priority and partly nonpriority if, for example, the claim is for more than the amount given priority by the law. Check the appropriate place to specify the type of priority claim.

#### **7. Credits**

By signing this proof of claim, you are stating under oath that in calculating the amount of your claim you have given the debtor credit for all payments received from the debtor.

#### **8. Supporting Documents:**

You must attach to this proof of claim form copies of documents that show the debtor owes the debt claimed or, if the documents are too lengthy, a summary of those documents. If documents are not available, you must attach an explanation of why they are not available.

#### **1. Basis for Claim:**

Check the type of debt for which the proof of claim is being filed. If the type of debt is not listed, check "Other" and briefly describe the type of debt. If you were an employee of the debtor, fill in your social security number and the dates of work for which you were not paid.

#### **2. Date Debt Incurred:**

Fill in the date when the debt first was owed by the debtor.

#### **3. Court Judgments:**

If you have a court judgment for this debt, state the date the court entered the judgment.

#### **4. Total Amount of Claim at Time Case Filed:**

Fill in the total amount of the entire claim. If interest or other charges in addition to the principal amount of the claim are included, check the appropriate place on the form and attach an itemization of the interest and charges.

McCARTER & ENGLISH, LLP  
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David J. Adler (DA-0048)  
Brian F. Moore (BM-5719)  
Attorneys for Automodular Assemblies Inc.

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	Chapter 11
In re:	:	Case Nos. 05-44640 (RDD)
DELPHI AUTOMOTIVE	:	(Jointly Administered)
SYSTEMS LLC	:	
	:	
Debtor.	:	

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**ATTACHMENT TO PROOF OF CLAIM**

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1. The undersigned, having offices at 245 Park Avenue, 27<sup>th</sup> Floor, New York, New York 10167, are attorneys for Automodular Assemblies Inc. and its wholly-owned subsidiaries Tec-Mar Distribution Services, Inc. and Automodular Assemblies Inc. (Ohio) (collectively, "Automodular"), and are authorized to make this Proof of Claim (the "Claim") on its behalf against the estate of Delphi Automotive Systems LLC, the above-captioned debtor ("Delphi" or the "Debtor").

2. The Claimant is unaware of anyone else who has filed a Proof of Claim relating to

this Claim.

Background

3. On October 8, 2005 (the "Petition Date"), the Debtor filed a voluntary petition for relief pursuant to Chapter 11 of Title 11 of the United States Code, 11 U.S.C. § 101, *et seq.* with the United States Bankruptcy Court for the Southern District of New York.

4. The Debtor has continued to manage its business and property as a debtor-in-possession pursuant to §§ 1107 and 1108 of the Bankruptcy Code.

Initial Reservation of Setoff Rights

5. Pursuant to paragraph 18 of the Final DIP Financing Order, dated October 28, 2005, (the "Order") entered in the jointly administered Delphi chapter 11 cases of which the above-captioned case is one, Automodular has already sought to enforce its setoff rights. Accordingly, Automodular makes this proof of claims so as to reserve its rights to any general unsecured claims it may have to the extent it is determined that it cannot enforce its heretofore reserved right to set-off claims under 11 U.S.C. § 553.

Automodular's Pre-Petition Claims Against the Debtor

6. Delphi and Automodular Assemblies Inc.'s relationship is governed under the "Delphi Automotive System Long Term Contract," dated June 24, 2005 (the "Contract"), a copy of which will has already been made available to the Debtors. At Section 3 of the Contract, Automodular reserved set-off and recoupment rights against any "amounts owing to Delphi and

affiliates and subsidiaries."

7. A review of the Automodular's books and records show that as of Petition Date, the Debtor had accrued \$645,291.48 (Canadian) due Automodular (the "Delphi Obligations"). This figure is comprised of outstanding invoices, as well as amounts due under work orders accruing through the Petition Date and which had yet to be invoiced to the Debtor. The breakdown of the Delphi Obligations is as follows:

\$378,578.25 (Canadian) or \$322,249.11 (US) due Automodular Assemblies Inc.; \$93,657.82 (Canadian) or \$79,722.35 (US) due Tec-Mar Distribution Services, Inc.; and \$173,055.41 (Canadian) or \$147,306.27 (US) due Automodular Assemblies Inc. (Ohio)<sup>1</sup>. The supporting accounts receivable schedules are attached hereto as Exhibit A.

8. By correspondence dated, March 22, 2006 to Christopher Nutt, Chief Financial Office of Automodular Assemblies Inc., (the "Demand"), the Debtor demanded \$645,130.16 from Automodular in connection with accounts payable allegedly due to Delphi. A copy of the Demand is attached hereto as Exhibit B.

9. In a submission dated April 27, 2006 in response to the Demand and pursuant to the Order, Automodular asserted its rights of set-off and recoupment under the Contract and to "net" all pre-petition claims between Debtor and the Automodular consistent with the procedures set forth in the Order.

10. As of the Petition Date, to the extent it is determined Automodular cannot set-off its mutual pre-petition claims Delphi and after conversion to United States currency, Claimant

has a general unsecured claim for at least \$549,277.73. Copies of the invoices comprising the Claim are available on request of the Debtor.

11. Claimant has not obtained a judgment against Debtor in connection with the its pre-petition claims.

Additional Reservations

12. The Claimant expressly reserves all of its rights to file an amended or supplementary proof of claim, if and when necessary, for additional, contingent, and or other claims that Claimant may assert against the Debtor.

13. The filing of this Claim is not, nor shall deemed to be, a waiver or release of any of Claimant's rights against any person, entity, property, or a waiver of Claimant's right to seek a jury trial with respect to this Claim.

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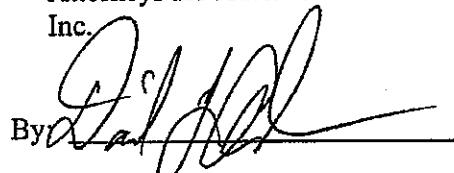
<sup>1</sup> The exchange rate used is 1.1748 which was the Bank of Canada rate on October 7, 2005, the last business day before Delphi's filing for chapter 11 protection.

14. Nothing contained herein shall prejudice or limit the rights of the Claimant from filing any proceeding or taking any action concerning its Claim.

Dated: New York, New York  
July 27, 2006

McCARTER & ENGLISH, LLP  
Attorneys for Automodular Assemblies  
Inc.

By



245 Park Avenue  
27<sup>th</sup> Floor  
New York, New York 10022-7402  
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**EXHIBIT A**

Delphi Corporation Pre-petition receivables  
Relating to Automodular Assemblies Inc.  
As at December 31, 2005

Invoice #	Delphi Division	Invoice Date	Amount	Purchase order/ Supporting document
DA-165-05	Delphi Harrison Thermal Systems DEP#379	5/17/2005	300.00	Work order Authorization form # P3-188-1
DA-166-05	Delphi Harrison Thermal Systems DEP#332	6/20/2005	600.00	Work order Authorization form # M048-05
DA-163-05	Delphi Harrison Thermal Systems	10/15/2004	1,941.50	PO# LPS96286
DA-168-05	Delphi E&S H.Vac operations	10/31/2005	5,100.00	Work order Authorization form # M081-05
DP-156-05	Delphi Packard , Loredo, TX	7/1/2005	1,200.00	PO#P4S08461 Work order#194-2
DC-110-04	Delphi Chassis, Needmore Operations	7/26/2004	567.47	Work order Authorization form # P4-079-01 PO#174283
DH-118-05	Delphi Delco Systems	11/30/2005	300.00	Work order Authorization form # M088-05
DK-100-05	Delphi Energy & Chassis, Kettering	9/30/2005	900.00	Work order Authorization form # 203
DC-111-05	Delphi Energy & Chassis, Burton	6/30/2005	430.00	Work order Authorization form # 192-2
<b>Delphi Automotive Systems- Adrian Operations</b>				
DD-121-05	Delphi Automotive Systems- Adrian Operations	10/31/2005	600.00	Work order Authorization form # M084-05
DD-109-05	Delphi Automotive Systems- Adrian Operations	5/19/2005	1,200.00	Work order Authorization form # M042-05
DD-114-05	Delphi Automotive Systems- Adrian Operations	8/31/2005	7,500.00	Work order Authorization form # M052-05
DD-115-05	Delphi Automotive Systems- Adrian Operations	8/31/2005	1,200.00	Work order Authorization form # M058-05
DD-116-05	Delphi Automotive Systems- Adrian Operations	8/31/2005	1,500.00	Work order Authorization form # M061-05
DD-117-05	Delphi Automotive Systems- Adrian Operations	8/31/2005	1,500.00	Work order Authorization form # M064-05
DD-118-05	Delphi Automotive Systems- Adrian Operations	8/31/2005	6,000.00	Work order Authorization form # M070-05
DD-119-05	Delphi Automotive Systems- Adrian Operations	8/31/2005	4,500.00	Work order Authorization form # M072-05
DD-120-05	Delphi Automotive Systems- Adrian Operations	10/3/2005	1,500.00	Work order Authorization form # M079-05
<b>Total Delphi Automotive Systems - Adrian Operations:</b>				<b>25,500.00</b>
<b>Delphi Thermal &amp; Interior</b>				
DC-112-05	Delphi Thermal & Interior	9/30/2005	1,800.00	Work order Authorization form # 199
DC-113-05	Delphi Thermal & Interior	12/23/2005	2,817.34	Work order Authorization form #207
CRFM10-05P	Delphi Thermal & Interior	10/31/2005	62,998.62	550074793; 550072058; 550078478; 550060368; 550059352
CRFM09-05	Delphi Thermal & Interior	9/30/2005	274,123.32	550074793; 550072058; 550078478; 550060368; 550059352
<b>Total Delphi Thermal &amp; Interior:</b>				<b>341,739.28</b>
<b>Total Delphi Receivables</b>				<b>\$ 378,578.25</b>

Delphi Corporation Pre-petition receivables  
Relating to TecMar Distribution Services  
As at December 31, 2005

Invoice #	Delphi Division	Invoice Date	Amount	Purchase order/ Supporting document
<b>Delphi Delco</b>				
0007271	Delphi Delco	9/30/2005	470.00	repack part log
<b>Delphi El-Paso</b>				
4940	Delphi El-Paso	6/25/2003	247.50	Cost Recovery for Services authorization
<b>Delphi Ener&amp;Chassis</b>				
5502	Delphi Ener&Chassis	1/27/2004	75.00	Cost Recovery for Services authorization
0007079	Delphi Ener&Chassis	7/31/2005	4,684.50	550075038; 550075266
0007184	Delphi Ener&Chassis	8/31/2005	94.35	550075038; 550075266
0007239	Delphi Ener&Chassis	9/30/2005	36,568.50	550075038; 550075266
0007304	Delphi Ener&Chassis	10/31/2005	24,764.80	550075038; 550075266
0006272	Delphi Ener&Chassis	9/21/2004	600.00	Cost Recovery for Services authorization
0007240	Delphi Ener&Chassis	9/30/2005	2,901.00	550071210; 550050288
0007241	Delphi Ener&Chassis	9/30/2005	129.20	550071210; 550050288
5714	Delphi Ener&Chassis	3/22/2004	4,462.50	Cost Recovery for Services authorization
Total Delphi Ener&Chassis			74,279.85	
<b>Delphi Flint</b>				
5239	Delphi Flint	10/28/2003	3,075.00	Cost Recovery for Services authorization
<b>Delphi Interior</b>				
5196	Delphi Interior	10/1/2003	375.00	Cost Recovery for Services authorization
<b>Delphi Packard</b>				
5735	Delphi Packard	3/26/2004	225.00	Cost Recovery for Services authorization
<b>Delphi Ramir</b>				
5246	Delphi Ramir	10/28/2003	225.00	Cost Recovery for Services authorization
5576	Delphi Ramir	2/13/2004	75.00	Cost Recovery for Services authorization
Total Delphi Ramir			300.00	
<b>Delphi Saginaw</b>				
0005923	Delphi Saginaw	5/25/2004	75.00	Cost Recovery for Services authorization
<b>Delphi Texas</b>				
0006007	Delphi Texas	5/31/2004	187.50	Cost Recovery for Services authorization
5401	Delphi Texas	12/12/2003	300.00	Cost Recovery for Services authorization
Total Delphi Texas			487.50	
<b>Delphi Thermal</b>				
5699	Delphi Thermal	3/10/2004	112.50	Cost Recovery for Services authorization
0006003	Delphi Thermal	5/31/2004	75.00	Cost Recovery for Services authorization
Total Delphi Thermal			187.50	
<b>Total Delphi Receivables</b>		<b>\$ 79,722.35</b>		

Delphi Corporation Pre-petition receivables  
Relating to **Automodular Assemblies Inc. (OHIO)**  
As at December 31, 2005

Invoice #	Delphi Division	Invoice Date	Amount	Purchase order/ Supporting document
000146	Delphi Thermal	3/10/2005	397.74	Special services authorized G.Conley, Paul Hennessy
000149	Delphi Thermal	3/29/2005	2,194.00	Special services authorized G.Conley, Paul Hennessy
000150	Delphi Thermal	3/30/2005	165.15	Special services authorized G.Conley, Paul Hennessy
000188	Delphi Thermal	9/30/2005	19,250.00	LPS91557 ; Delphi PPAPP Approval documents
000189	Delphi Thermal	9/30/2005	2,504.00	LPS94497 ; Delphi PPAPP Approval documents
000191	Delphi Thermal	9/30/2005	102,522.35	55006426; 550073730; 550073758; 550073761; 550073762; 550073763; 550073774
000195	Delphi Thermal	10/31/2005	20,273.03	550064260; 550073730; 550073758; 550073761; 550073762; 550073763; 550073774; 550079723

**EXHIBIT B**

TOGUT, SEGAL & SEGAL LLP  
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March 22, 2006

VIA FEDERAL EXPRESS

Christopher Nutt  
Chief Financial Officer  
Automodular Assemblies, Inc.  
200 Montecorte Street  
Whitby, Ontario  
Canada L1N 9V8

Re: Delphi Corporation, *et al.* ("Debtors")  
Chapter 11 Case No. 05-44481 (RDD)

Amount Owed: \$645,130.16

Dear Mr. Nutt:

We are bankruptcy co-counsel for Delphi Corporation and certain of its U.S. affiliates (collectively, "Delphi") in their Chapter 11 cases pending before the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"). Delphi continues to operate its business as a debtor-in-possession.

Delphi's books and records reflect amounts due and payable from your company to Delphi in the amount of \$645,130.16 on account of goods or services provided by Delphi to and for the benefit of your company. Requests for payment of this amount have been previously sent to you.

Be advised that the amount set forth above and the claim to collect it constitute property of Delphi's bankruptcy estate, recoverable pursuant to Bankruptcy Code section 542.

TOGUT, SEGAL & SEGAL LLP

March 22, 2006

Page - 2-

Please accept this letter as a formal demand for the immediate payment of the full amount set forth above. Absent Delphi's receipt of payment in full within seven (7) days from the date hereof, an action will be commenced against your company in the Bankruptcy Court to compel payment of all sums due and payable by your company to Delphi, and for an award of costs, expenses and interest.

Delphi values its continued relationship with your company and trusts that these issues will be promptly addressed.

Nothing contained herein constitutes or should be construed to constitute a waiver of any right, claim or defense in favor of Delphi. All such rights, claims and defenses are expressly preserved.

Very truly yours,

TOGUT, SEGAL & SEGAL LLP

By:

Neil Berger  
Christopher D. Lagow

NB/cr

cc: Ms. Shaunda Snell